

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN JOSE DIVISION

In re UTSTARCOM, INC. SECURITIES
LITIGATION

) Master File No. C-04-4908-JW(PVT)

) CLASS ACTION

) This Document Relates To:

) ALL ACTIONS.

) REVISED ~~PROPOSED~~ FINAL
) JUDGMENT AND ORDER OF DISMISSAL
) WITH PREJUDICE

DATE: February 7, 2011

TIME: 9:00 a.m.

COURTROOM: The Honorable James Ware

1 This matter came before the Court for hearing pursuant to the [Second Revised] Order
2 Preliminarily Approving Settlement and Providing for Notice ("Order") dated November 17, 2010,
3 on the application of the parties for approval of the settlement set forth in the Stipulation of
4 Settlement dated as of September 8, 2010 (the "Stipulation"). Due and adequate notice having been
5 given to the Class as required in said Order, and the Court having considered all papers filed and
6 proceedings had herein and otherwise being fully informed in the premises and good cause
7 appearing therefore, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that:

8 1. This Judgment incorporates by reference the definitions in the Stipulation, and all
9 terms used herein shall have the same meanings as set forth in the Stipulation, unless otherwise set
10 forth herein.

11 2. This Court has jurisdiction over the subject matter of the Litigation and over all
12 parties to the Litigation, including all Members of the Class.

13 3. The Court hereby finally certifies a Class defined as: All Persons who purchased or
14 otherwise acquired UTStarcom securities between February 21, 2003 and July 23, 2007, inclusive,
15 and who did not sell such acquired securities before October 23, 2003, who were damaged.
16 Excluded from the Class are the Defendants and officers and directors of UTStarcom, SoftBank
17 Corporation, SoftBank America, Inc. or SoftBank Holdings, Inc., as well as their families and
18 affiliates. Also excluded from the Class are those Persons (identified on Exhibit 1 attached hereto)
19 who timely and validly requested exclusion from the Class.

20 4. Pursuant to Federal Rule of Civil Procedure 23, the Court hereby approves the
21 settlement set forth in the Stipulation and finds that:

22 (a) said Stipulation is, in all respects, fair, reasonable, and adequate and in the
23 best interest of the Class;

24 (b) there was no collusion in connection with the Stipulation;

25 (c) the Stipulation was the product of informed, arm's-length negotiations among
26 competent, able counsel;

27

28

1 (d) the record is sufficiently developed and complete to have enabled the Lead
2 Plaintiffs and the SoftBank Defendants to have adequately evaluated and considered their positions;
3 and

4 (e) the Court has reviewed and considered the one objection submitted and
5 overrules the objection in all respects.

6 5. Accordingly, the Court authorizes and directs implementation and performance of all
7 the terms and provisions of the Stipulation, as well as the terms and provisions hereof. The Court
8 hereby dismisses the Litigation and all Released Claims of the Class with prejudice as to the
9 SoftBank Defendants, without costs as to any Settling Party, except as and to the extent provided in
10 the Stipulation and herein.

11 6. Upon the Effective Date, the Plaintiffs shall, and each of the Class Members shall be
12 deemed to have, and by operation of this Judgment shall have, fully, finally, and forever released,
13 relinquished, and discharged all Released Claims against the Released Persons, whether or not such
14 Class Member executes and delivers the Proof of Claim and Release or shares in the Settlement
15 Fund.

16 7. All Class Members are hereby forever barred and enjoined from prosecuting any of
17 the Released Claims against any of the Released Persons.

18 8. Upon the Effective Date, each of the Released Persons shall be deemed to have, and
19 by operation of this Judgment shall have, fully, finally, and forever released, relinquished, and
20 discharged each and all of the Plaintiffs, Class Members, and Lead Counsel from all claims
21 (including Unknown Claims) arising out of, relating to, or in connection with the institution,
22 prosecution, assertion, settlement or resolution of the Litigation or the Released Claims.
23 Notwithstanding the foregoing, this Judgment shall not be deemed a waiver or release of, and shall
24 not preclude the Released Persons from asserting, any claims not barred by ¶9 herein, and otherwise
25 permitted by any applicable federal or state statute or common law, against any person or entity,
26 including claims against the UTStarcom Defendants, their present or former officers, directors,
27 partners and employees, either in the form of a cross-claim, counterclaim, third-party complaint, or
28 other form, filed in the Litigation or by a separately-filed action.

1 9. To the extent permitted by applicable laws, including Section 21D(f)(7)(A) of the
2 Securities Exchange Act of 1934, codified at 15 U.S.C. §78u-4(f)(7)(A), upon the Effective Date, all
3 Persons are enjoined and barred from commencing or continuing any action against the SoftBank
4 Defendants, seeking, as damages, indemnity, contribution, or otherwise, the recovery of all or part of
5 any liability or settlement which such Persons (i) paid, (ii) were obligated to pay or agreed to pay, or
6 (iii) may become obligated to pay to the Class, as a result of such Persons' liability for or
7 participation in any acts, facts, statements or omissions that were or could have been alleged in the
8 action captioned *In re UTStarcom, Inc. Securities Litigation*. Any Person whose claims are so
9 barred shall be entitled to appropriate judgment credits or reductions. Furthermore, notwithstanding
10 the foregoing, nothing in this Judgment shall apply to, bar or otherwise affect any claim for
11 insurance coverage by any SoftBank Defendant.

12 10. The Notice of Proposed Settlement of Class Action given to the Class was the best
13 notice practicable under the circumstances, including the individual notice to all Members of the
14 Class who could be identified through reasonable effort. Said notice provided the best notice
15 practicable under the circumstances of those proceedings and of the matters set forth therein,
16 including the proposed settlement set forth in the Stipulation, to all Persons entitled to such notice,
17 and said notice fully satisfied the requirements of Federal Rule of Civil Procedure 23 and the
18 requirements of due process.

19 11. Any plan of allocation submitted by Lead Counsel or any order entered regarding any
20 attorneys' fee and expense application shall in no way disturb or affect this Final Judgment and shall
21 be considered separate from this Final Judgment.

22 12. Neither the Stipulation nor the settlement contained therein, nor any act performed or
23 document executed pursuant to or in furtherance of the Stipulation or the settlement: (a) is or may be
24 deemed to be or may be used as an admission of, or evidence of, the validity of any Released Claim,
25 or of any wrongdoing or liability of the SoftBank Defendants or their respective Related Parties, or
26 (b) is or may be deemed to be or may be used as an admission of, or evidence of, any fault or
27 omission of any of the SoftBank Defendants or their respective Related Parties in any civil, criminal
28 or administrative proceeding in any court, administrative agency or other tribunal. The SoftBank

1 Defendants and/or their respective Related Parties may file the Stipulation and/or this Judgment from
2 this action in any other action that may be brought against them in order to support a defense or
3 counterclaim based on principles of *res judicata*, collateral estoppel, release, good faith settlement,
4 judgment bar or reduction, or any theory of claim preclusion or issue preclusion or similar defense or
5 counterclaim.

6 13. Without affecting the finality of this Judgment in any way, this Court hereby retains
7 continuing jurisdiction over: (a) implementation of this settlement and any award or distribution of
8 the Settlement Fund, including interest earned thereon; (b) disposition of the Settlement Fund;
9 (c) hearing and determining applications for attorneys' fees, interest, and expenses in the Litigation;
10 and (d) all parties hereto for the purpose of construing, enforcing, and administering the Stipulation.

11 14. After all other provisions of ¶5.6 of the Stipulation of Settlement dated as of January
12 13, 2010 (Doc. No. 358) and the Stipulation of Settlement dated as of September 8, 2010 (Doc. No.
13 445) have been performed, any remaining funds shall be donated to The Silicon Valley Campaign
14 for Legal Services.

15 15. The Court finds that during the course of the Litigation, the Settling Parties and their
16 respective counsel at all times complied with the requirements of Federal Rule of Civil Procedure
17 11.

18 16. In the event that the settlement does not become effective in accordance with the
19 terms of the Stipulation, or the Effective Date does not occur, or in the event that the Settlement
20 Fund, or any portion thereof, is returned to the SoftBank Defendants or their insurers, then this
21 Judgment shall be rendered null and void to the extent provided by and in accordance with the
22 Stipulation and shall be vacated and, in such event, all orders entered and releases delivered in
23 connection herewith shall be null and void to the extent provided by and in accordance with the
24 Stipulation.

1 17. Without further order of the Court, the Settling Parties may agree to reasonable
2 extensions of time to carry out any of the provisions of the Stipulation.

3 IT IS SO ORDERED.

4
5 DATED: February 17, 2011


THE HONORABLE JAMES WARE
UNITED STATES DISTRICT CHIEF JUDGE

6 Submitted by:

7 ROBBINS GELLER RUDMAN
8 & DOWD LLP
9 SHAWN A. WILLIAMS
10 DANIEL J. PFEFFERBAUM
Post Montgomery Center
11 One Montgomery Street, Suite 1800
San Francisco, CA 94104
Telephone: 415/288-4545
415/288-4534 (fax)

12 ROBBINS GELLER RUDMAN
13 & DOWD LLP
14 KEITH F. PARK
JOHN J. RICE

15
16 s/ Keith F. Park
KEITH F. PARK

17 655 West Broadway, Suite 1900
18 San Diego, CA 92101
Telephone: 619/231-1058
19 619/231-7423 (fax)

20 Lead Counsel for Plaintiffs

EXHIBIT 1

**IN RE UTSTARCOM SECURITIES LITIGATION - REQUESTS FOR EXCLUSION
EXHIBIT 1 TO FINAL JUDGMENT AND ORDER OF DISMISSAL WITH PREJUDICE**

FIRST NAME	LAST NAME	OPT OUT NUMBER	DATE RECEIVED
NICKOLAOS	CHRISTIDIS	UTSCOM-EXCL00001	08/19/10
RENEE	ANDRES-NGUYEN	UTSCOM-EXCL00002	08/19/10
NAM THANH	NGUYEN	UTSCOM-EXCL00003	08/19/10
DONALD	DRAEGER	UTSCOM-EXCL00004	08/24/10
PETER D.	COOK	UTSCOM-EXCL00005	08/24/10
ROBERT MICHAEL AND SUSAN DIANNE	PILOT	UTSCOM-EXCL00006	08/24/10
JOHN CARL	KNIGHT	UTSCOM-EXCL00007	08/24/10
TERENCE L.	DRAKE	UTSCOM-EXCL00008	08/24/10
BESSIE	OCHSNER	UTSCOM-EXCL00009	08/27/10
DAVID J.	LAUGHLIN	UTSCOM-EXCL00010	08/27/10
THOMAS L. AND F. DORETHEA	SCOBEY	UTSCOM-EXCL00011	09/01/10
CAROLYN V.	COE	UTSCOM-EXCL00012	09/02/10
CLIFFORD P.	SORENSEN	UTSCOM-EXCL00013	09/02/10
JANIE L.	SORENSEN	UTSCOM-EXCL00014	09/02/10
KAREN L.	STEVENS	UTSCOM-EXCL00015	09/09/10
DOUGLAS W.	STEELE	UTSCOM-EXCL00016	09/09/10
S.A.	SIDDIQUI	UTSCOM-EXCL00017	09/09/10
HARLEY W.	HOPKINS JR.	UTSCOM-EXCL00018	09/10/10
E. L.	PARRIS	UTSCOM-EXCL00019	09/10/10
CONSTANTINE	CATSAMBIS	UTSCOM-EXCL00020	09/13/10
FRANCIS J.	SHANNON	UTSCOM-EXCL00021	09/13/10
STEVEN WALTER	BENSON	UTSCOM-EXCL00022	09/17/10
MARIAN (AND LEE A. BARBER)	PETRON	UTSCOM-EXCL00023	09/17/10
VICTOR N. AND LORRAINE M.	BRENK	UTSCOM-EXCL00024	09/20/10
VICTOR N. AND LORRAINE M.	BRENK	UTSCOM-EXCL00025	09/20/10
CHARLES FRANK	SEAY III	UTSCOM-EXCL00026	09/28/10
CHARLOTTE	KILPATRICK	UTSCOM-EXCL00027	09/28/10
JAY Y.	CHERNER	UTSCOM-EXCL00028	09/28/10
JOHN W. AND LILIAN O.	BRADEN (CO-TRUSTEES)	UTSCOM-EXCL00029	09/28/10
JOHN W.	BRADEN JR.	UTSCOM-EXCL00030	09/28/10
LILIAN O.	BRADEN	UTSCOM-EXCL00031	09/28/10
PATRICIA I.	LEATHERS	UTSCOM-EXCL00032	09/28/10
NORMA LOUISE	ROSE	UTSCOM-EXCL00033	09/28/10
SALLY A.	WOODLEY	UTSCOM-EXCL00034	10/04/10
PHILLIP F.	REIMERS	UTSCOM-EXCL00035	10/04/10
CHARLES W.	MILLS	UTSCOM-EXCL00036	10/07/10
VINCENT W.	ALLEN	UTSCOM-EXCL00037	10/08/10

Exhibit 1

CERTIFICATE OF SERVICE

I hereby certify that on February 16, 2011, I authorized the electronic filing of the foregoing with the Clerk of the Court using the CM/ECF system which will send notification of such filing to the e-mail addresses denoted on the attached Electronic Mail Notice List, and I hereby certify that I caused to be mailed the foregoing document or paper via the United States Postal Service to the non-CM/ECF participants indicated on the attached Manual Notice List.

I further certify that I caused this document to be forwarded to the following Designated Internet Site at: <http://securities.stanford.edu>.

I certify under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on February 16, 2011.

s/ Keith F. Park

KEITH F. PARK

ROBBINS GELLER RUDMAN
& DOWD LLP

655 West Broadway, Suite 1900
San Diego, CA 92101-3301
Telephone: 619/231-1058
619/231-7423 (fax)

E-mail: KeithP@rgrdlaw.com

Mailing Information for a Case 5:04-cv-04908-JW**Electronic Mail Notice List**

The following are those who are currently on the list to receive e-mail notices for this case.

- **Patricia I. Avery**
pavery@wolfdpopper.com
- **Eric J. Belfi**
ebelfi@labaton.com,ElectronicCaseFiling@labaton.com
- **Patrick J. Coughlin**
PatC@rgrdlaw.com,e_file_sd@rgrdlaw.com,e_file_sf@rgrdlaw.com
- **Stephanie L. Dieringer**
sldieringer@hulettharper.com,office@hulettharper.com
- **Kimberly C. Epstein**
e_file_sf@csgrr.com,mariam@lerachlaw.com,e_file_sf@lerachlaw.com
- **Cheryl Weisbard Fount**
cfount@wsgr.com,bhickman@wsgr.com
- **Marvin L. Frank**
mfrank@murrayfrank.com,info@murrayfrank.com
- **Gregory Phillip Freemon**
GFreemon@rgrdlaw.com
- **Lionel Z. Glancy**
info@glancylaw.com
- **Michael M. Goldberg**
info@glancylaw.com
- **Philip Howard Gordon**
pgordon@gordonlawoffices.com,tmurphy@gordonlawoffices.com
- **Nicole M. Healy**
nhealy@wsgr.com,llo@wsgr.com
- **Sverker Kristoffer Hogberg**
hogbergs@sullcrom.com,singhl@sullcrom.com
- **Shirley H. Huang**
shirleyh@rgrdlaw.com,e_file_sd@rgrdlaw.com,jdecena@rgrdlaw.com,e_file_sf@rgrdlaw.com
- **Terry T. Johnson**
tjohnson@wsgr.com,calendar@wsgr.com,lkerska@wsgr.com,mevenson@wsgr.com
- **Christopher J. Keller**
ckeller@labaton.com,cchan@labaton.com,electroniccasefiling@labaton.com
- **Bryan Jacob Ketrosier**
bketrosier@wsgr.com
- **William S. Lerach**
e_file_sf@lerachlaw.com
- **Elizabeth Pei Lin**
elin@milberg.com,schang@milberg.com,cchaffins@milberg.com
- **Dale MacDiarmid**
info@glancylaw.com
- **Louis David Nefouse**
dnefouse@wsgr.com,lbeltran@wsgr.com
- **Keith F. Park**
keithp@rgrdlaw.com,karnold@rgrdlaw.com,jstark@rgrdlaw.com,e_file_sd@rgrdlaw.com
- **Daniel Jacob Pfefferbaum**
DPfefferbaum@rgrdlaw.com,khuang@rgrdlaw.com,erinj@rgrdlaw.com,e_file_sd@rgrdlaw.com,e_file_sf@rgrdlaw.com
- **Mark Punzalan**
mpunzalan@finkelsteinthompson.com,arivas@finkestienthompson.com,srenwick@finkelsteinthompson.com,rrivas@finkelsteinthompson.com,ttien@finkelsteinthomps
- **Rachele R. Rickert**
rickert@whafh.com
- **Darren Jay Robbins**
e_file_sd@rgrdlaw.com

- **Robert Andrew Sacks**
sacksr@sullcrom.com
- **Bahram Seyedin-Noor**
bnoor@wsgr.com,rlustan@wsgr.com
- **Sylvia Sum**
SSum@csgrr.com,e_file_sf@csgrr.com,e_file_sd@csgrr.com
- **Elizabeth K Tripodi**
ekt@fllaw.com
- **Shawn A. Williams**
shawnw@rgrdlaw.com,khuang@rgrdlaw.com,e_file_sd@rgrdlaw.com,e_file_sf@rgrdlaw.com
- **Jason de Bretteville**
debrettevillej@sullcrom.com,mccauleyr@sullcrom.com,s&cmanagingclerk@sullcrom.com,hogbergs@sullcrom.com,thornj@sullcrom.com

Manual Notice List

The following is the list of attorneys who are **not** on the list to receive e-mail notices for this case (who therefore require manual noticing). You may wish to use your mouse to select and copy this list into your word processing program in order to create notices or labels for these recipients.

Sam Brott
550 West C Street
San Diego, CA 92101

Paul T. Curley
Murray Frank & Sailer LLP
275 Madison Avenue
Suite 801
New York, NY 10016

Boris Feldman
Wilson Sonsini Goodrich & Rosati
650 Page Mill Road
Palo Alto, CA 94304-1050

S. A. Siddiqui
Siddiqui Legal Enterprise
P.O. Box 442067
Jacksonville, FL